TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide of	or use the following type(s) of service(s): Select all that apply:
a. Fixed Satellite	
b. Mobile Satellite	
c. Radiodetermination Satellite	
d. Earth Exploration Satellite	
e. Direct to Home Fixed Satellite	
f. Digital Audio Radio Service	
g. Other (please specify)	
	2. If earth station applicant, check all that apply.
only one.	Using U.S. licensed satellites
Common Carrier Non-Common Carrier	Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER ser facilities:	vice, see instructions regarding Sec. 214 filings. Choose one. Are these
Connected to a Public Switched Network Not connected to	a Public Switched Network N/A
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all app	licable frequency band(s).
a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)	
c.Other (Please specify upper and lower frequencies in MHz.)	
Frequency Lower: Frequency Upper:	·

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.
a. Fixed Earth Station
b. Temporary-Fixed Earth Station
c. 12/14 GHz VSAT Network
d. Mobile Earth Station
e. Geostationary Space Station
of. Non-Geostationary Space Station
g. Other (please specify)
26. TYPE OF EARTH STATION FACILITY: Choose only one.
Transmit/Receive Transmit-Only Receive-Only N/A
PURPOSE OF MODIFICATION
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)
Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.			No			
ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeron aeronautical fixed radio station services are not required to respond to Items 30–34.	autio	cal er	ı rou	ite or		
29. Is the applicant a foreign government or the representative of any foreign government?	٥	Yes	•	No ()	√A
30. Is the applicant an alien or the representative of an alien?		O Y N/A	es .	0	No	
31. Is the applicant a corporation organized under the laws of any foreign government?	8	O Y N/A	es	0	No	

32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	Yes N/A	O No
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	O Yes N/A	O No
24 TS	T2_1, (1,), 1	
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	Exhibit 1	
	Exhibit 1	
foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	O Yes	⊚ No
Foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. ASIC QUALIFICATIONS 35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?		⊗ No
Foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. ASIC QUALIFICATIONS 35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?	O Yes	⊚ No
Foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. ASIC QUALIFICATIONS 35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?	O Yes	No No

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37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	O Yes	No
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances	O Yes	No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	Yes Exhibit 4	O No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	Yes .	O No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No,	O Yes	No
proceed to question 43.		
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued,	what administ	tration has

coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See narrative description in Consolidated Application for Authority to Transfer Control.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the b	outton next to applicable respons	e.)		
 Individual Unincorporated Association Partnership Corporation Governmental Entity Other (please specify) 				
45. Name of Person Signing Arthur M. Siskind		46. Title of Person Sig Sr. Exec. VP & Grp. (
47. Please supply any need attachmen	nts.			
Attachment 1:	Attachment 2:		Attachment 3:	
(U.S. Code, T	EMENTS MADE ON THIS FOI title 18, Section 1001), AND/OR tle 47, Section 312(a)(1)), AND/	REVOCATION OF ANY	STATION AUTHORIZATION	

SATELLITE EARTH STATION AUTHORIZATIONS FCC Form 312 - Schedule A FOR OFFICIAL USE ONLY

	Select one of	the following	
OCONSENT TO TRANSFER O	OF CONTROL	O CONSENT	TO ASSIGNMENT OF LICENSE
O NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION		O NOTIF	ICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION
A1. Name of Licensee (as shown of	n FCC 312 - Main Form)		
Name:	PanAmSat Licensee Corp.	Phone Number:	(203) 210–8000
DBA Name:		Fax Number:	(203) 210–9163
Street:	20 Westport Road	E-Mail:	
City:	Wilton	State:	СТ
Country: Attention:	USA	Zipcode:	06897 –
		<u></u>	

A8. List Callsign(s) of station(s) being assigned or transfered

	T						
Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:
	E950067				g		-
E970051	E950007						
		l			L		

A9. No. of station(s) listed 2

	Name:	Hughes Electronics Corporation	Phone Number:	(310) 364–6000
	Company:		Fax Number:	(310) 456–1089
	Street:	200 N. Sepulveda Blvd.	E-Mail:	
	•	P.O. Box 956		
	City:	El Segundo	State:	CA
	Country:	USA	Zipcode:	90245 –
	Contact Title:	General Counsel	Relationship:	Same
5. Name	of Transferee/ Assignee			
5. Name	of Transferee/ Assignee Name:	The News Corporation Limited	Phone Number:	212-852-7204
5. Name	-			212-852-7204
5. Name	Name:		Number:	212-852-7204 EAgress@newscorp.com
5. Name	Name: DBA Name:	The News Corporation Limited	Number: Fax Number:	
5. Name	Name: DBA Name: Street:	The News Corporation Limited 1211 Avenue of the Americas	Number: Fax Number: E-Mail:	EAgress@newscorp.com

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

- 1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
- 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) PanAmSat Licensee Corp.	A24. Title (Office Held by Person Signing) James W. Cuminale, Exec. VP and Gen. Counsel
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Hughes Electronics Corporation	A28. Title (Office Held by Person Signing) Larry D. Hunter, Corporate Senior Vice President
A26. Printed Name of License Transferee / Assignee (Must agree with A15) The News Corporation Limited	A28. Title (Office Held by Person Signing) Arthur M. Siskind, Sr. Exec. VP & Grp. Gen. Couns.

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060–0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

FCC Form 312: Response to Question 34

Section 310(b)(4) of the Communications Act of 1934, as amended, establishes certain limitations on indirect foreign ownership and voting of certain common carrier and broadcast licensees. By definition, these limitations do not apply to non-common carrier space and earth station licenses or private wireless licenses held by Hughes Electronics Corporation and its subsidiaries. The Commission has also previously established that these statutory limitations do not apply to a licensee providing a subscription DBS service, such as DIRECTV. For further information concerning preand post-merger corporate structure and ownership of Hughes Electronics Corporation and its subsidiaries, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

¹ See 47 U.S.C. § 310(b)(4).

See Memorandum Opinion and Order, MCI Telecommunications Corp., FCC 99-110, 14 FCC Rcd. 11077, 11081-82, ¶ 11-14 (1999). The Commission has also clarified its rules on this point by eliminating a provision that might have been interpreted to apply foreign ownership restrictions to subscription DBS operators. See Report and Order, Policies and Rules for the Direct Broadcast Satellite Service, FCC 02-110, 17 FCC Rcd. 11331, 11348, ¶ 31-32 (2002).

FCC Form 312: Response to Question 35

The parties have not requested any "waivers or exemptions from any of the Commission's Rules" in connection with the transfer of control of existing licenses. TNCL has, however, requested: (1) that the Commission waive the application of its "cut-off" rules with respect to all *pending* applications filed by Hughes Electronics Corporation ("Hughes") or its subsidiaries (including PanAmSat Corporation and PanAmSat Licensee Corp.) for additional space station authorizations, to the extent that those applications have been the subject of an FCC cut-off notice prior to the closing date; and (2) that Commission grant of the transfer applications include authority for TNCL to acquire control over (a) all authorizations issued to Hughes or any of its subsidiaries while the transaction is pending, (b) construction permits held by such companies that mature into licenses while the transaction is pending, and (c) applications that are filed after the date of this application and are pending at the time of consummation of the proposed transfer. *See* narrative description in Consolidated Application for Authority to Transfer Control.

FCC Form 312: Response to Question 36

PanAmSat Corporation ("PanAmSat") never has had an FCC license "revoked." However, on June 26, 2000, the International Bureau "cancelled" two Ka-band satellite authorizations issued to PanAmSat's subsidiary, PanAmSat Licensee Corp. ("PanAmSat LC"), based on the Bureau's finding that PanAmSat LC had not satisfied applicable construction milestones. See Memorandum Opinion and Order, PanAmSat Licensee Corp., DA 00-1266, 15 FCC Rcd. 18720 (Int'l Bur. 2000). In that same order, the Bureau denied related applications to modify the cancelled authorizations. PanAmSat LC filed an application for review of the Bureau's decision, which the Commission denied, and subsequently filed an appeal with the United States Court of Appeals for the District of Columbia Circuit, which was dismissed in January 2003 at PanAmSat's LC's request. Notwithstanding the fact that the Bureau's action does not seem to be the kind of revocation action contemplated by question 36, PanAmSat is herein making note of the decision in the interests of absolute candor and out of an abundance of caution.

In any event, the Bureau's action with respect to PanAmSat LC does not reflect on PanAmSat's basic qualifications, which are well established and a matter of public record.

FCC Form 312: Response to Question 39

1. State Department Review

On December 26, 2002, the U.S. Department of State issued a formal charging letter to Hughes Electronics Corporation and Boeing Satellite Services, Inc. ("BSS"). The letter alleges violations of the Arms Export Control Act and relates primarily to the involvement of Hughes Space and Communications Company ("HSC") in reviews of two failed launches of commercial communications satellites on Chinese rockets in 1995 and 1996. HSC was subsequently acquired by The Boeing Company, but Hughes retained certain obligations with respect to the resolution of these matters. Effective March 4, 2003, the State Department, Hughes and BSS entered into a Consent Agreement to settle this matter. In addition to payments by Hughes and BSS for past expenditures, future enhancements and civil penalties, the Consent Agreement requires each of Hughes and BSS to appoint a third party to serve as a Special Compliance Officer. Except for ongoing compliance with the terms of the Consent Agreement, this fully and finally resolves all issues regarding this matter.

2. Cable Connections, Inc., et al. v. DIRECTV, Inc., et al.

In May 2001, plaintiffs filed a class action complaint in Oklahoma State Court alleging claims including breach of contract and fiduciary duty, fraud, promissory estoppel, antitrust and unfair competition. The four plaintiffs are independent DIRECTV retailers who claim to be bringing the complaint on behalf of all independent retailers, including former PRIMESTAR and USSB retailers. In August 2001, the case was stayed and the court ordered the individual plaintiffs to pursue their claims in arbitration. After seven months of inactivity, plaintiffs filed a motion for class certification of their claims in arbitration. DIRECTV opposed this late request filed in contravention of the court's stay order, but the court entered an order indicating that it would retain jurisdiction in order to determine whether the prerequisites for class treatment exist. DIRECTV appealed the order, and the State Supreme Court issued an order permitting DIRECTV to proceed with its appeal. Appeal is now pending.

3. Garcia v. DIRECTV, Inc.

In April 2001, Mr. Garcia, an independent retailer of DIRECTV equipment, instituted arbitration proceedings against DIRECTV, Inc. regarding chargeback and commission disputes. While that arbitration was pending, Mr. Garcia filed a class action complaint against DIRECTV, Inc. and Hughes Electronics Corporation in Los Angeles Superior Court asserting claims relating to the same chargeback and commission disputes and a Consumer Legal Remedies Act claim. DIRECTV, Inc. and Hughes Electronics

Exhibit 4

Form 312: Response to Question 39

Page 2 of 2

Corporation moved to dismiss and compel arbitration, which motion was granted by Los Angeles County Superior Court. However, the court's order purported to retain jurisdiction to determine whether the prerequisites for class treatment of dealer claims within an arbitration are met. DIRECTV, Inc. and Hughes Electronics Corporation filed a notice of appeal of this order. The appellate court denied DIRECTV, Inc.'s appeal, thus permitting the trial court to set a schedule for class discovery and a class certification hearing. DIRECTV, Inc. and Hughes Electronics Corporation petitioned the California Supreme Court for review of the order, but the California Supreme Court denied DIRECTV, Inc.'s petition for review. DIRECTV, Inc. will be filing for a writ of certiorari with the United States Supreme Court to review the decision of the California courts. The Los Angeles Superior Court has stayed all proceeding in connection with the Garcia litigation pending a decision by the United States Supreme Court dealing with issues regarding the Federal Arbitration Act. This decision is expected to be issued in June 2003.

EXHIBIT A-1

FCC Form 312: Response to Question A21

For a complete description of the public interest benefits of the proposed transaction, please see the narrative description in the Consolidated Application for Authority to Transfer Control.

T

FCC FORM 312 APPLICATION

PanAmSat Licensee Corp. Fixed Receive Only Earth Stations

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

News PAS SES PAS Lic R/O FSS Fixed

1-8. Legal Name of Application	ant
--------------------------------	-----

Name:

The News Corporation Limited

Phone Number:

Fax Number:

212-852-7204

DBA

Name: Street:

1211 Avenue of the Americas

E-Mail:

EAgress@newscorp.com

City:

New York

State:

NY

Country:

USA

Zipcode:

10036

-8799

Attention: Ellen S. Agress

9-16. Name of Contact Representative (If other than applicant)

Name:

William M. Wiltshire

Phone Number:

202-730-1300

Company:

Harris, Wiltshire & Grannis LLP

Fax Number: 202–730–1301

Street:

1200 Eighteenth Street, NW

E-Mail:

wwiltshire@harriswiltshire.com

12th Floor

City:

Washington

State:

DC

Country:

USA

Zipcode:

20036-

Contact

Counsel

Relationship:

Same

Title:

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.





(N/A) b1. Application for License of New Station

(N/A) b2. Application for Registration of New Domestic Receive-Only Station

(N/A) b3. Amendment to a Pending Application

(N/A) b4. Modification of License or Registration

6 b5. Assignment of License or Registration

a b6. Transfer of Control of License or Registration

(N/A) b7. Notification of Minor Modification

(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite

(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application of the submitted with t	159. If No, indicate reason	for fee exemption	(see 47 C.F.R.Section 1.1114).		
Fee Classification A CNO – Receive Only Earth Station Fee Classification B CFO – Receive Only Earth Station		Quantity 1 (First Station) Quantity 1 (Each Additional Station)			
18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19. If this filing is an amer (a) Date pending application Not Applicable	-	g application enter: (b) File number of pending application: Not Applicable		

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:
a. Fixed Satellite
b. Mobile Satellite
c. Radiodetermination Satellite
d. Earth Exploration Satellite
e. Direct to Home Fixed Satellite
f. Digital Audio Radio Service
g. Other (please specify)
21. STATUS: Choose the button next to the applicable status. Choose 22. If earth station applicant, check all that apply.
only one. Using U.S. licensed satellites
Common Carrier Non-Common Carrier Using Non-U.S. licensed satellites
23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:
Connected to a Public Switched Network Not connected to a Public Switched Network N/A
24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).
a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
c.Other (Please specify upper and lower frequencies in MHz.)
Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.
a. Fixed Earth Station
b. Temporary-Fixed Earth Station
o c. 12/14 GHz VSAT Network
d. Mobile Earth Station
e. Geostationary Space Station
o f. Non-Geostationary Space Station
g. Other (please specify)
26. TYPE OF EARTH STATION FACILITY: Choose only one. Transmit/Receive Transmit-Only Receive-Only N/A
PURPOSE OF MODIFICATION
27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	_	Yes	•	No			
ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronaeronautical fixed radio station services are not required to respond to Items 30-34.	auti	cal e	n rou	ite (or		
29. Is the applicant a foreign government or the representative of any foreign government?	0	Yes	•	No	· () 1	√A
30. Is the applicant an alien or the representative of an alien?	•	O \ N/A	ćes	C	1	Vo	
31. Is the applicant a corporation organized under the laws of any foreign government?	•	O ^Y N/A	es.	C) ^N	lо	